

ALVORD AND ALVORD
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June 27, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

21112-A
JUN 27 02 3-27 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Agreement dated as of June 24, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 21112.

The name and address of the party to the enclosed document are:

Secured Party: Banc of America Leasing
& Capital, LLC
(successor to NationsBank
Leasing Corporation)
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084-4431

A description of the railroad equipment covered by the enclosed document is:

71 covered hopper railcars bearing ALAB reporting marks and road numbers.

Mr. Vernon A. Williams
June 27, 2002
Page Two

A short summary of the document to appear in the index follows:

Release of Security Interest

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RELEASE OF SECURITY INTEREST

The undersigned, Banc of America Leasing & Capital, LLC (successor in interest to NationsBanc Leasing Corporation) Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the railroad equipment identified on Exhibit A attached hereto.

Such security interest was granted pursuant to that certain Security Agreement, dated as of December 15, 1997, by Pioneer Railroad Equipment Co., Ltd, which was duly filed with the Surface Transportation Board on December 30, 1997 at 10:35 a.m. under Recordation Number 21112.

Dated this 24th day of June, 2002

Banc of America Leasing & Capital, LLC

By: 

MICHAEL T. SPIVA

Title: VICE PRESIDENT

STATE OF GEORGIA)

) SS:

COUNTY OF DeKalb)

On this 24th day of June, 2002, before me personally appeared Michael T. Spiva, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of Banc of America Leasing & Capital, LLC and that said instrument was signed on behalf of said Bank by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

VIVIAN HANKINS

Notary Public, DeKalb County, Georgia
My Commission Expires March 21, 2004

My commission expires:

RECORDATION NO. 21112-A FILED

JUN 27 02

3-27 PM

SURFACE TRANSPORTATION BOARD

EXHIBIT "A"
TO
NOTE AND SECURITY AGREEMENT
NO. 07024-00701
BETWEEN
NATIONS Banc LEASING CORPORATION
AND
PIONEER RAILROAD EQUIPMENT CO., LTD.

Covered Hoppers (71 total)

<u>Car Initial</u>	<u>Car No.</u>	<u>Description</u>
ALAB	302279	(C113) 4.427 CF COVERED HOPPER
ALAB	302855	(C113) 4.427 CF COVERED HOPPER
ALAB	303278	(C113) 4.427 CF COVERED HOPPER
ALAB	303635	(C113) 4.427 CF COVERED HOPPER
ALAB	303650	(C113) 4.427 CF COVERED HOPPER
ALAB	303807	(C113) 4.427 CF COVERED HOPPER
ALAB	303936	(C113) 4.427 CF COVERED HOPPER
ALAB	304001	(C113) 4.427 CF COVERED HOPPER
ALAB	304086	(C113) 4.427 CF COVERED HOPPER
ALAB	304424	(C113) 4.427 CF COVERED HOPPER
ALAB	304509	(C113) 4.427 CF COVERED HOPPER
ALAB	305084	(C113) 4.427 CF COVERED HOPPER
ALAB	305090	(C113) 4.427 CF COVERED HOPPER
ALAB	305266	(C113) 4.427 CF COVERED HOPPER
ALAB	305437	(C113) 4.427 CF COVERED HOPPER
ALAB	305503	(C113) 4.427 CF COVERED HOPPER
ALAB	305696	(C113) 4.427 CF COVERED HOPPER
ALAB	306718	(C113) 4.427 CF COVERED HOPPER
ALAB	305726	(C113) 4.427 CF COVERED HOPPER
ALAB	305738	(C113) 4.427 CF COVERED HOPPER
ALAB	305886	(C113) 4.427 CF COVERED HOPPER
ALAB	306141	(C113) 4.427 CF COVERED HOPPER
ALAB	306243	(C113) 4.427 CF COVERED HOPPER
ALAB	306265	(C113) 4.427 CF COVERED HOPPER
ALAB	306359	(C113) 4.427 CF COVERED HOPPER
ALAB	306510	(C113) 4.427 CF COVERED HOPPER
ALAB	306512	(C113) 4.427 CF COVERED HOPPER
ALAB	307554	(C113) 4.427 CF COVERED HOPPER
ALAB	307582	(C113) 4.427 CF COVERED HOPPER
ALAB	307634	(C113) 4.427 CF COVERED HOPPER
ALAB	307717	(C113) 4.427 CF COVERED HOPPER
ALAB	307852	(C113) 4.427 CF COVERED HOPPER
ALAB	307860	(C113) 4.427 CF COVERED HOPPER
ALAB	307863	(C113) 4.427 CF COVERED HOPPER
ALAB	308026	(C113) 4.427 CF COVERED HOPPER
ALAB	308061	(C113) 4.427 CF COVERED HOPPER
ALAB	308207	(C113) 4.427 CF COVERED HOPPER
ALAB	308251	(C113) 4.427 CF COVERED HOPPER
ALAB	308303	(C113) 4.427 CF COVERED HOPPER
ALAB	308305	(C113) 4.427 CF COVERED HOPPER
ALAB	308773	(C113) 4.427 CF COVERED HOPPER
ALAB	308877	(C113) 4.427 CF COVERED HOPPER
ALAB	309015	(C113) 4.427 CF COVERED HOPPER
ALAB	309098	(C113) 4.427 CF COVERED HOPPER
ALAB	309152	(C113) 4.427 CF COVERED HOPPER



EXHIBIT "A" Continued

<u>Car Initial</u>	<u>Car No.</u>	<u>Description</u>
ALAB	308233	(C113) 4.427 CF COVERED HOPPER
ALAB	309480	(C113) 4.427 CF COVERED HOPPER
ALAB	309744	(C113) 4.427 CF COVERED HOPPER
ALAB	309917	(C113) 4.427 CF COVERED HOPPER
ALAB	309990	(C113) 4.427 CF COVERED HOPPER
ALAB	311019	(C113) 4.427 CF COVERED HOPPER
ALAB	311028	(C113) 4.427 CF COVERED HOPPER
ALAB	311029	(C113) 4.427 CF COVERED HOPPER
ALAB	311323	(C113) 4.427 CF COVERED HOPPER
ALAB	311567	(C113) 4.427 CF COVERED HOPPER
ALAB	311758	(C113) 4.427 CF COVERED HOPPER
ALAB	311964	(C113) 4.460 CF COVERED HOPPER
ALAB	312097	(C113) 4.460 CF COVERED HOPPER
ALAB	312131	(C113) 4.460 CF COVERED HOPPER
ALAB	312198	(C113) 4.460 CF COVERED HOPPER
ALAB	312463	(C113) 4.427 CF COVERED HOPPER
ALAB	312481	(C113) 4.427 CF COVERED HOPPER
ALAB	312546	(C113) 4.427 CF COVERED HOPPER
ALAB	312702	(C113) 4.427 CF COVERED HOPPER
ALAB	312763	(C113) 4.427 CF COVERED HOPPER
ALAB	313042	(C113) 4.750 CF COVERED HOPPER
ALAB	313056	(C113) 4.750 CF COVERED HOPPER
ALAB	313881	(C113) 4.600 CF COVERED HOPPER
ALAB	317024	(C113) 4.427 CF COVERED HOPPER
ALAB	317034	(C113) 4.427 CF COVERED HOPPER
ALAB	317147	(C113) 4.750 CF COVERED HOPPER

NATIONSBANC LEASING CORPORATION

PIONEER RAILROAD
EQUIPMENT CO., LTD.

By:

Printed Name:

DAMON R. EXCELL
VICE PRESIDENT

Title:

By:

Printed Name:

Title:

J. Michael Carr SF 12-23-97
J. Michael Carr
CF